

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

*

USINTERNETWORKING, INC.,

* Case No. 02- *5-0215-SD*
(Chapter 11)

Debtor.

*

Tax I.D. No. – 52-2078325

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* * * * *

In re:

*

GEMC PROPERTIES, INC.,

* Case No. 02- *5-0216-SD*
(Chapter 11)

Debtor.

*

Tax I.D. No. – 52-2233673

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* * * * *

In re:

*

RIVA CANYON, LLC,

* Case No. 02- *5-0217-SD*
(Chapter 11)

Debtor.

*

Tax I.D. No. – 52 – 2232464

*

* * * * *

In re:

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**ADMIRAL MANAGEMENT
COMPANY, LLC,**

* Case No. 02- *5-0218-SD*
(Chapter 11)

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Debtor.

*

Tax I.D. No. – 52-2231673

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In re:

SHORE SERVICES, LLC,

Debtor.

Tax I.D. No. -- 52-2232469

*

* Case No. 02- *5-0219-SD*
(Chapter 11)

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ORDER DIRECTING JOINT ADMINISTRATION

Upon consideration of the Motion for Order Directing Joint Administration (the "Motion") filed by the above-captioned debtors and debtors in possession (each a "Debtor," and collectively the "Debtors"); and this Court being satisfied that the joint administration of these cases is in the best interests of the Debtors' estates and creditors; and after consideration of any objections filed thereto; and it appearing that adequate notice thereof was provided and that no other or further notice need be given; and after due deliberation, and sufficient cause appearing therefor; it is this 7th day of January, 2002, by the United States Bankruptcy Court for the District of Maryland, hereby:

ORDERED, that the Motion is GRANTED, as set forth herein; and it is further

ORDERED, that capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Motion; and it is further

ORDERED, that the above-captioned cases shall be administered jointly under the case number for USinternetworking, Inc. in accordance with section 105(a) of the Bankruptcy Code and Rule 1015(b) of the Bankruptcy Rules; and it is further

ORDERED, that the caption of these jointly administered cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

*

USINTERNETWORKING, et al.,

*

Case Nos. 02- 5-0215-SD
Through 02- 5-0219-SD
(Chapter 11)

Debtors.

*

(Jointly Administered
under Case No. 02- 5-0215-SD)

* * * * *

and is further

ORDERED, that all original docket entries shall be made in the case of USinternetworking, Inc., under its case number, and that a separate docket entry shall be made in each of the Debtors' cases, substantially as follows:

Notice of Joint Administration

An order has been entered in this case providing for its joint administration with the case of USinternetworking, Inc., Case No. 02- 5-0215-SD in accordance with Section 105(a) of the Bankruptcy Code, Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and an Order duly entered by the Court. The file for the Debtor in Case No. 02- 5-0215-SD should be consulted for all matters affecting this case.;

and it is further

ORDERED, that the Court files for each of the Debtors' respective cases, with the exception of USinternetworking, Inc., shall contain only the petition, the Motion for Entry of Order Directing Joint Administration, a copy of this Order Directing Joint Administration, the schedules and statement of financial affairs for each Debtor (after same are filed with the Court), and a copy of the Notice of Joint Administration set forth herein; and no other pleadings shall be

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filed in any case of the Debtors other than USInternetworking, Inc.'s case, with the exception of any pleadings relating to matters solely affecting a single Debtor; and it is further

ORDERED, that nothing contained in this Order shall be deemed or construed to mandate the substantive consolidation of the above-captioned cases; and it is further

ORDERED, that the Debtors be, and hereby are, authorized and empowered to take steps and to perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that the Clerk shall docket a copy of this Order in each of the Debtors' cases and such copy shall be treated as an original Order for all purposes.



United States Bankruptcy Judge

E. STEPHEN DEIBY
Judge

cc: Marc Abrams, Esquire
Paul V. Shalhoub, Esquire
Willkie Farr & Gallagher
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cc Limited Service list

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